

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/05/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	ITC Corporation Limited (the "Company")
Date Submitted	1 June 2009

### I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>372</u> Descri	ption :	tion : Ordinary		
	No. of ordinary shares	Par value ( <i>HK\$</i> )	Authorised share capital (HK\$)	
Balance at close of preceding month	102,800,000,000	0.01	1,028,000,000	
Increase/(decrease)				
Balance at close of the month	102,800,000,000	0.01	1,028,000,000	
(2) Stock code :Descri	ption :	-		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

### 2. Preference Shares

Stock code :Descri	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 3. Other Classes of Shares

Stock code :Descrip	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*HK*\$) : 1,028,000,000 (Ordinary)

#### II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	134,737,906	-		
Increase/ (decrease)				
during the month	538,951,624	-		-
Balance at close of the				
month	673,689,530	-		

#### III. Details of Movements in Issued Share Capital

Share Options (unde	r Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares	No. of new shares of
option scheme					of issuer issued	issuer which may be
including EGM					during the month	issued pursuant thereto
approval date		Movement du	uring the month		pursuant thereto	as at close of the month
(dd/mm/yyyy) and			-			
class of shares		<b>.</b>	<b>a</b> 11 1	<b>.</b> .		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
adopted on						
(16/01/2002)						
ordinary shares	0	0	0	150,000	0	29,676,500
(Note 1)						
2						
( / / )						
shares						
(Note 1)					·	
(110101)						
3						
$\frac{3}{(1/1)}$						
shares						
		·				
(Note 1)			T- (-1 A (O		0	
				rdinary shares)		
			(Pre	ference shares)		
				(Other class)	-	
Total funds raised du	uring the month	from exercise of	of			
options (HK\$)				0		

The exercise price of the share options had been adjusted from HK\$7.7 per share to HK\$2.52 per share as a result of the rights issue of the Company (as disclosed in an announcement of the Company dated 17 March 2009) (the "Rights Issue"). As at 29 April 2009, being the effective date of the adjustments, there were a total of 9,880,000 share options outstanding, of which 150,000 share options were lapsed on 18 May 2009. In view of this, the number of shares to be allotted and issued upon full exercise of the subscription rights attaching to the share options as at 19 May 2009, (being the date of an announcement of the Company which disclosing, inter alia, the adjustments of the share options, warrants and convertible notes) had been adjusted to 29,676,500 shares. The adjustments became effective retroactively on 29 April 2009, being the commencement of the day next following the record date of the Rights Issue.

warrants to issue Shares of the	issuer which are t	o be Listed					
Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value close of preceding mon	du	vercised ring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Warrants	_	520 760 106		0	520 760 106	0	26 028 400
( 04 / 11 / 2009 )		538,768,186		0	538,768,186	0	26,938,409*
Stock code (if listed)	77	9					
Class of shares issuable ( <i>Note 1</i> )	ordinary						
Subscription price	HK\$1.466 per o						
EGM approval date	•						
(if applicable) (dd/mm/yyyy)	(30/09)	(2008)					
2	( 30 / 09	/ 2008 )					
	_						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	( / /	)					
3							
			<u> </u>				
Stock code (if listed)							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
	( / /	)					
4							
							<u></u>
( / / ) Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	( / /	)					
		To	otal B.	(Ordii	nary shares)	0	
				(Prefere	ence shares)	-	
					Other class)		
1							

The subscription price of the warrants had been adjusted from HK\$4.4 per share to HK\$1.466 per share as a result of the Rights Issue and no adjustment to the subscription rights attaching to the warrants is required as a result of the Rights Issue. Based on the 538,768,186 warrants outstanding, the number of shares to be allotted and issued upon full exercise of the subscription rights attaching to the warrants would remain at 26,938,409 shares. The adjustment became effective retroactively on 29 April 2009, being the commencement of the day next following the record date of the Rights Issue.

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Notes						
						_
	HK\$	200,000,000	0	200,000,000	0	48,543,689
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	ordinary s	hare				
Subscription price	HK\$ 4.12 per ordi					
EGM approval date						
(if applicable) (dd/mm/yyyy))	(15/10/2	007)				
2	(13/10/2					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
3						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
4						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
(uu/mm/yyyy)	( / / _ )		Total C (Ordin	nary shares)	0	
				ence shares)		-
				Other class)		-
				·		-

The conversion price of the convertible notes had been adjusted from HK\$12.2 per share to HK\$4.12 per share as a result of the Rights Issue. The adjustment became effective retroactively on 29 April 2009, being the commencement of the day next following the record date of the Rights Issue.

	No. of new shares of	No. of new shares of
	issuer issued during	issuer which may be
	the month pursuant	
	thereto	issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy),	thereto	as at close of the month
if applicable and class of shares issueble:		
1		
shares (Note 1)		
2		
shares (Note 1)		
3		
shores (Note 1)		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	Type of Issue	Issued Share Capital			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : (Subscrip State -tion currency price)	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary (22/05/2009) (28/04/2009)	<u>538,951,624</u>	
2.	Open offer	At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
3.	Placing	At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
4.	Bonus issue		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		

S. Scrip dividend  At price : State currency  Sate and allotment (///)    S. Scrip dividend  At price : State currency  Issue and allotment (///)    EGM approval date:  (///)    (dd/mm/yyyy)  EGM approval date:  (///)    6. Repurchase of shares  Class of shares repurchased (Note 1)		Type of Issue		F	for Main	Boar	rd and GEM liss No. of new shares of issuer issued during the month pursuant thereto	ted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
3. Schpulvidend  At price : currency  date : (dd/mm/yyyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  ( / / )    6. Repurchase of shares  Class of shares								
Class of shares repurchase of shares  Class of shares repurchased (Note 1)    Cancellation date :  ( / / )    Garcellation of shares  Class of shares	5.	Scrip dividend	At price : State currency ——		( / /	)		
6. Repurchase of shares  Cancellation date :  ( / / / )    6. Repurchase of shares  Cancellation date :  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    7. Redemption of shares  Class of shares redeemed (Note 1)    7. Redemption of shares  Redemption date :  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    8. Consideration issue  At price :  State currency  Issue and allotment date :  ( / / )    8. Consideration issue  At price :  State currency  Issue and allotment date :  ( / / )    EGM approval date:  ( / / )  EGM approval date:  ( / / )  )					( / /	)		
shares  (dd/mm/yyyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:    (dd/mm/yyyy)  ( / / )    7. Redemption of shares  Class of shares redeemed (Note 1)    7. Redemption of shares  Redemption date :    (dd/mm/yyyy)  EGM approval date:    8. Consideration issue  At price :    State  Issue and allotment    (dd/mm/yyyy)  EGM approval date:    EGM approval date:  ( / / )								
Bow approval date: $(dd/mm/yyyy)$ (dd/mm/yyyy)	6.				( / /	)		
7. Redemption of shares  Redemption date : $( / / )$ 8. Consideration issue  At price : State currency  Issue and allotment date : $( / / )$ 8. Consideration issue  At price : State currency  Issue and allotment date : $( / / )$ 8. Consideration issue  At price : $Currency$ Issue and allotment date : $( / / )$ B. Consideration issue  At price : $Currency$ Issue and allotment date : $( / / )$					( / /	)		
7. Redemption of shares  Redemption date : $( / / )$ 8. Consideration issue  At price : State currency  Issue and allotment date : $( / / )$ 8. Consideration issue  At price : State currency  Issue and allotment date : $( / / )$ 8. Consideration issue  At price : $Currency$ Issue and allotment date : $( / / )$ B. Consideration issue  At price : $Currency$ Issue and allotment date : $( / / )$				Class of shares				
shares  (dd/mm/yyyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  ( / / )    EGM approval date:  ( / / )    (dd/mm/yyyy)  ( / / )    8. Consideration issue  At price : State currency — Issue and allotment ( / / )    B. Consideration issue  State currency — Issue and allotment ( / / )    EGM approval date:  ( / / )				redeemed (Note 1)				
Bow Approval and (dd/mm/yyyy)    Class of shares issuable    8. Consideration issue    At price : State currency    Issue and allotment (1 / / 1)    Base (dd/mm/yyyy)    EGM approval date:	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
8. Consideration issue  At price : State currency  Issue and allotment ( / / ) ( date : (dd/mm/yyyy))    EGM approval date:  ( / / )				EGM approval date: (dd/mm/yyyy)	( / /	)		
8. Consideration issue  At price : State currency  Issue and allotment ( / / ) ( date : (dd/mm/yyyy))    EGM approval date:  ( / / )								
issue At price : currency date : (dd/mm/yyyy) EGM approval date: (///)								
Eon approval date:	8.		At price : State currency					
					( / /	)		

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	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable ( <i>Note 1</i> )				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							-
			Class of shares issuable (Note 1)				
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
	Total E. (Ordinary shares) <u>538,951,624</u> (Preference shares)						
	(Other class)						-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	538,951,624		
	(2)	-		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

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Remarks (if any):

Submitted by:	Lee Hon Chiu		
Title:	Secretary		
(Director, Sec			

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

# 2. *If there is insufficient space, please append the prescribed continuation sheet.*